

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

)	Chapter 11
In re)	
)	Case No. 01-01139 (JKF)
W.R. GRACE & CO., <i>et al.</i> ,)	Jointly Administered
)	
Debtors.)	Related to Dkt. Nos. 20425, 20872,
)	21781, 21791, 22412, 22418, and
)	22962

**ALLIANZ COMPANIES' (i) WITHDRAWAL OF
ALL PLAN OBJECTIONS AND MOTIONS, AND (ii) CONSENT TO
INSURANCE ASSIGNMENT**

Pursuant to their Bankruptcy Court-approved Settlement Agreement with Debtors (Dkt. Nos. 23722, 23995), and subject in all respects to the terms and conditions of that Settlement Agreement, and because the Approval Order has become a Final Order, Allianz Underwriters Insurance Company, Allianz SE (formerly known as Allianz Aktiengesellschaft), Allianz S.p.A. (formerly known as Riunione Adriatica di Sicurtà S.p.A.), and Fireman’s Fund Insurance Company (collectively, the “Allianz Companies”) hereby: (i) withdraw all of their objections to confirmation of the Joint Plan of Reorganization and all plan-related documents (Dkt. Nos. 20425, 21781, 21791, 22412, 22418) and to the Debtors’ or Grace PI Committees’ motions or applications pending in the Bankruptcy Case (including any appeals of decisions in the Bankruptcy Case);¹ (ii) withdraw Fireman’s Fund Insurance Company’s Motion for Relief from the Automatic Stay to Allow Completion of Debtors’ State Court Appeal From The Edwards Judgment

¹ Capitalized terms not defined herein have the meaning ascribed to such terms in the Settlement Agreement or the Joint Plan of Reorganization, as applicable.

And Related Relief (Dkt. No. 22962); and (iii) consent to the assignment of Asbestos Insurance Rights as provided in the Asbestos Insurance Transfer Agreement, Exhibit 6 to the Joint Plan of Reorganization (Dkt. No. 20872).

Dated: January 29, 2010

Respectfully submitted,

/s/ John D. Demmy

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